



## PanTerra Gold Limited

**ASX: PGI**

ASX Market Announcements  
Australian Securities Exchange Limited

### NOTICE UNDER SECTION 708A(5) OF THE CORPORATIONS ACT 2001

This notice is given by PanTerra Gold Limited (**ASX: PGI**) (the “**Company**”) pursuant to the provisions of section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Act**).

The Company has issued 1,000,000 fully paid ordinary shares and 1,000,000 listed options (“**Securities**”) to an unsecured shareholder lender on conversion of a loan from the shareholder lender to the Company. An Appendix 3B is attached.

The Company advises that:

- (a) this notice is given within 5 business days after the day on which the Securities were issued by the Company;
- (b) the Securities were issued without disclosure to investors under Part 6D.2 of the Act;
- (c) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company and section 674 of the Act; and
- (d) as at the date of this notice, there is no information that is ‘excluded information’ within the meaning of section 708A(7) of the Act which is required to be disclosed in accordance with sections 708A(6) and 708A(8) of the Act.

**ABN: 48 008 031 034**

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Yours sincerely  
PanTerra Gold Limited

Pamela Bardsley  
Company Secretary

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

PANTERRA GOLD LIMITED

ABN

48 008 031 034

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | 1) Fully Paid Ordinary Shares<br>2) Listed Options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 1) 1,000,000 Fully Paid Ordinary Shares<br>2) 1,000,000 Listed Options   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1) 1,000,000 Fully Paid Ordinary Shares issued on conversion of shareholder loan<br>2) 1,000,000 Listed Options exercisable at \$0.15 each on or before 31 December 2018 |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>1) Ordinary Shares - Yes  2) Listed Options - Yes</p>
<p>5 Issue price or consideration</p>	<p>1) \$0.10 per Share  2) Nil- Options are free attaching</p>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Conversion of unsecured loan to Ordinary Shares and free attaching Options on same terms as 2015 Rights Issue – i.e. 10 cents per share with a free attaching Option exercisable at 15 cents each on or before 31 December 2018</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>

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+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A							
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A							
6f	Number of +securities issued under an exception in rule 7.2	N/A							
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A							
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A							
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A							
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	18 March 2016							
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">125,721,610</td> <td>Fully Paid Ordinary Shares</td> </tr> <tr> <td style="text-align: center;">36,092,868</td> <td>Listed Options exercisable at \$0.15 each, expiring on 31 December 2018</td> </tr> </tbody> </table>	Number	+Class	125,721,610	Fully Paid Ordinary Shares	36,092,868	Listed Options exercisable at \$0.15 each, expiring on 31 December 2018	
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**Appendix 3B**  
**New issue announcement**

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	Number	+Class												
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <tr> <td>1,500,000</td> <td>Unlisted Options exercisable at 64 cents each on or before 31/12/2017</td> </tr> <tr> <td>5,000,000</td> <td>Unlisted Redeemable Convertible Preference Shares</td> </tr> <tr> <td>933,332</td> <td>Performance Share Rights vesting 30/06/2016</td> </tr> <tr> <td>40,000</td> <td>Performance Share Rights vesting 31/12/ 2016</td> </tr> <tr> <td>1,033,334</td> <td>Performance Share Rights vesting 30/06/2017</td> </tr> <tr> <td>1,033,334</td> <td>Performance Share Rights vesting 30/06/2018</td> </tr> </table>	1,500,000	Unlisted Options exercisable at 64 cents each on or before 31/12/2017	5,000,000	Unlisted Redeemable Convertible Preference Shares	933,332	Performance Share Rights vesting 30/06/2016	40,000	Performance Share Rights vesting 31/12/ 2016	1,033,334	Performance Share Rights vesting 30/06/2017	1,033,334	Performance Share Rights vesting 30/06/2018
1,500,000	Unlisted Options exercisable at 64 cents each on or before 31/12/2017													
5,000,000	Unlisted Redeemable Convertible Preference Shares													
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40,000	Performance Share Rights vesting 31/12/ 2016													
1,033,334	Performance Share Rights vesting 30/06/2017													
1,033,334	Performance Share Rights vesting 30/06/2018													
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A												

**Part 2 - Pro rata issue**

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A

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+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 <sup>+</sup>Issue date N/A

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a) - Not Applicable

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.



**Appendix 3B**  
**New issue announcement**

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**Entities that have ticked box 34(b)**

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		N/A	N/A

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**Quotation agreement**

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....Date: 21 March 2016  
(Company secretary)

Print name: Pamela Bardsley

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+ See chapter 19 for defined terms.